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*Special Counsel to the Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

)	
In re:)	Chapter 11
)	
REVLON, INC., <i>et al.</i> , ¹)	Case No. 22-10760 (DSJ)
)	
Debtors.)	(Jointly Administered)
)	

**SUMMARY SHEET TO THE FIRST INTERIM FEE
APPLICATION OF FRESHFIELDS BRUCKHAUS DERINGER US LLP AND
FRESHFIELDS BRUCKHAUS DERINGER LLP, SPECIAL COUNSEL FOR THE
DEBTORS AND DEBTORS-IN-POSSESSION, FOR THE PAYMENT OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD
FROM THE PETITION DATE THROUGH AND INCLUDING SEPTEMBER 30, 2022**

¹ The last four digits of Debtor Revlon, Inc.'s tax identification number are 2955. Due to the large number of debtor entities in these Chapter 11 Cases, for which the Court has granted joint administration, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors' claims and noticing agent at <https://cases.ra.kroll.com/Revlon>. The location of the Debtors' service address for purposes of these Chapter 11 Cases is: One New York Plaza, New York, NY 10004.

General Information

Name of Applicant:	Freshfields Bruckhaus Deringer US LLP and Freshfields Bruckhaus Deringer LLP
Authorized to Provide Professional Services to:	The Debtors and Debtors-in-Possession
Date of Retention:	August 23, 2022, <i>nunc pro tunc</i> to June 15, 2022
Prior Applications:	N/A
Period for which compensation and reimbursement is sought:	Petition Date through September 30, 2022 (the " <u>Fee Period</u> ")

Summary of Fees and Expenses Sought for the Fee Period

Amount of Fees Sought as Actual, Reasonable, and Necessary for the Fee Period:	\$1,530,004.81
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Amount of Expense Reimbursement Sought as Actual, Reasonable, and Necessary for the Fee Period:	\$19,422.57
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Total Fees and Expense Reimbursement Requested for the Fee Period:	\$1,549,427.38
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Total Fees and Expenses Allowed Pursuant to Prior Applications

Total Allowed Fees Paid to Date:	\$0
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Total Allowed Expenses Paid to Date:	\$0
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Total Allowed Fees and Expenses Paid to Date:	\$0
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Total Fees and Expenses Paid to Applicant Pursuant to Monthly Statements

Fees Sought for this Fee Period Already Paid Pursuant to Monthly Fee Statements but Not Yet Allowed (80% of fees):	\$0 ²
Expenses Sought for this Fee Period Already Paid Pursuant to Monthly Fee Statements but Not Yet Allowed (100% of expenses):	\$0
Total Fees and Expenses Sought for this Fee Period Already Paid Pursuant to Monthly Fee Statements but Not Yet Allowed:	\$0
Total Fees and Expenses Sought for this Fee Period Not Yet Paid:	\$1,549,427.38

Summary of Rates and Other Related Information for this Fee Period

Blended Rate in this Application for All Attorneys:	\$699.46
Blended Rate in this Application for All Timekeepers:	\$688.14
Number of Timekeepers Included in this Application:	57
Difference Between Fees Budgeted and Compensation Sought for this Period:	\$180,004.81
Number of Attorneys Billing Fewer than 15 Hours to the Case During the Fee Period	27
Increase in Rates Since Date of Retention:	None

This is an: ____ monthly X interim ____ final application

² In accordance with the Retention Order, upon the Court's approval of the Fee Application, any outstanding amount of Freshfields' pre-petition retainer will be applied as a credit against post-petition fees and expenses sought pursuant to the Fee Application.

Summary of Prior Monthly Fee Statements

Date Filed & ECF No.	Period Covered	Total Compensation and Expenses Incurred for Period Covered		Total Amount Previously Requested with Prior Monthly Fee Statement		Total Amount Paid to Date		Holdback Fees Requested (20%)
		Fees	Expenses	Fees (80%)	Expenses (100%)	Fees (80%)	Expenses (100%)	
October 20, 2022 ECF No. 886	Petition Date - August 31, 2022	\$1,133,405.40	\$18,799.82	\$906,724.32	\$18,799.82	\$0	\$0	\$226,681.08
November 14, 2022 ECF No. 993	September 1 - September 30, 2022	\$396,599.41	\$622.75	\$317,279.53	\$622.75	\$0	\$0	\$79,319.88
Total for First Interim Fee Application	Petition Date - September 30, 2022	\$1,530,004.81	\$19,422.57	\$1,224,003.85	\$19,422.57	\$0	\$0	\$306,000.96

Summary of Objections to Monthly Fee Statements: None

Compensation Sought in this Application Not Yet Paid: \$1,549,427.38¹

¹ This amount comprises 100% of fees and expenses incurred in the Fee Period.

**Compensation By Professional
Petition Date through September 30, 2022**

Partners and Counsel	Jurisdiction	Department	Year Admitted	Local Hourly Rate (if non-U.S. Fee Earner)	June Hourly Billing Rate (\$)	June Hours	Total Compensation in June (\$)	July Hourly Billing Rate (\$)	July Hours	Total Compensation in July (\$)	August Hourly Billing Rate (\$)	August Hours	Total Compensation in August (\$)	September Hourly Billing Rate (\$)	September Hours	Total Compensation in September (\$)	Total Billed Hours	Total Compensation in (\$)
Kenneth Baird (Partner)	England and Wales	Global Transactions	1990	£1,325.00	1,617.00 ¹	54.60	88,288.20	1,617.00	10.00	16,170.00	1,577.00	6.10	9,619.70	1,436.84	2.30	3,304.73	73.00	117,382.63
Guy Benda (Partner)	France	Global Transactions	1994	€950.00	N/A	0.00	0.00	969.00	7.70	7,461.30	N/A	0.00	0.00	0.0	0.0	0.0	7.70	7,461.30

¹ When billing clients in the United States for work performed by fee earners located in, *inter alia*, England and Wales, France, Germany, Italy, the Netherlands, and Spain, Freshfields converts the applicable fee earner's local hourly rate (here, that would be an hourly rate in Euros or British Pounds) to its equivalent in U.S. Dollars. Fee earners located in Dubai, Hong Kong, Singapore, and the United States bill in U.S. Dollars. All applicable hourly rate conversions for fees are converted using the applicable OANDA average daily rate in effect for the month during which such fees were incurred. OANDA is a financial services provider and currency trading platform. With respect to currency trading, OANDA's website provides that: "[t]he exchange rates provided by OANDA are averages from the global foreign exchange market gathered from frequently updated sources, including our OANDA fxTrade currency trading platform, leading market data vendors, and contributing financial institutions. Most of our rates are based on tens of thousands of different price points, collected every tick, every second, 24 hours a day, 365 days a year. Our state-of-the-art technology then validates rates and detects/filters anomalies using algorithms, and calculates the average of all collected data over a 24-hour period to make it available to our customers." *Exchange rates and API FAQs* (Sept. 22, 2022, 2:06 PM), <https://www.oanda.com/foreign-exchange-data-services/en/faq-help-portal/exchange-rate-api-faqs/>. For this Fee Application, the conversion rates of British Pounds and Euros, respectively, to U.S. Dollars were as follows: (i) for June 2022: GBP to USD = 1.22 and EU to USD = 1.05; (ii) for July 2022: GBP to USD = 1.22 and EU to USD = 1.02; (iii) for August 2022: GBP to USD = 1.19 and EU to USD = 1; and (iv) for September 2022: GBP to USD = 1.08 and EU to USD = 0.96.

Total Compensation in (\$)	16,586.95
Total Billed Hours	17.20
Total Compensation in September (\$)	2,637.55
September Hours	2.90
September Hourly Billing Rate (\$)	909.50
Total Compensation in August (\$)	2,470.00
August Hours	2.60
August Hourly Billing Rate (\$)	950.00
Total Compensation in July (\$)	6,589.20
July Hours	6.80
July Hourly Billing Rate (\$)	969.00
Total Compensation in June (\$)	4,890.20
June Hours	4.90
June Hourly Billing Rate (\$)	998.00
Local Hourly Rate (if non-U.S. Fee Earner)	€950.00
Year Admitted	1999
Department	Global Transactions
Jurisdiction	The Netherlands
Partners and Counsel	Michael Broeders (Partner)
1,550.00	
Total Billed Hours	1.00
Total Compensation in September (\$)	1,550.00
September Hours	1.00
September Hourly Billing Rate (\$)	1,550.00
Total Compensation in August (\$)	0.0
August Hours	0.0
August Hourly Billing Rate (\$)	N/A
Total Compensation in July (\$)	0.0
July Hours	0.0
July Hourly Billing Rate (\$)	N/A
Total Compensation in June (\$)	0.0
June Hours	0.0
June Hourly Billing Rate (\$)	N/A
Local Hourly Rate (if non-U.S. Fee Earner)	N/A
Year Admitted	2012
Department	Global Transactions
Jurisdiction	Hong Kong
Partners and Counsel	Bing Guan (Partner)
22,319.66	
Total Billed Hours	15.40
Total Compensation in September (\$)	4,516.56
September Hours	3.4
September Hourly Billing Rate (\$)	1,328.40
Total Compensation in August (\$)	5,394.60
August Hours	3.70
August Hourly Billing Rate (\$)	1,458.00
Total Compensation in July (\$)	3,588.00
July Hours	2.40
July Hourly Billing Rate (\$)	1,495.00
Total Compensation in June (\$)	8,820.50
June Hours	5.90
June Hourly Billing Rate (\$)	1,495.00
Local Hourly Rate (if non-U.S. Fee Earner)	£1,225.00
Year Admitted	2000
Department	People & Reward
Jurisdiction	England and Wales
Partners and Counsel	Dawn M. Heath (Partner)
64,826.38	
Total Billed Hours	40.40
Total Compensation in September (\$)	3,735.78
September Hours	2.6
September Hourly Billing Rate (\$)	1,436.84
Total Compensation in August (\$)	1,261.60
August Hours	0.80
August Hourly Billing Rate (\$)	1,577.00
Total Compensation in July (\$)	15,846.60
July Hours	9.80
July Hourly Billing Rate (\$)	1,617.00
Total Compensation in June (\$)	43,982.40
June Hours	27.20
June Hourly Billing Rate (\$)	1,617.00
Local Hourly Rate (if non-U.S. Fee Earner)	£1,325.00
Year Admitted	2012
Department	Global Transactions
Jurisdiction	England and Wales
Partners and Counsel	Lindsay Hingston (Partner)
1,000.45	
Total Billed Hours	1.1
Total Compensation in September (\$)	1,000.45
September Hours	1.1
September Hourly Billing Rate (\$)	909.5
Total Compensation in August (\$)	0.0
August Hours	0.0
August Hourly Billing Rate (\$)	N/A
Total Compensation in July (\$)	0.0
July Hours	0.0
July Hourly Billing Rate (\$)	N/A
Total Compensation in June (\$)	0.0
June Hours	0.0
June Hourly Billing Rate (\$)	N/A
Local Hourly Rate (if non-U.S. Fee Earner)	€950.00
Year Admitted	2004
Department	Global Transactions
Jurisdiction	Germany
Partners and Counsel	Mario Huether (Partner)

Total Compensation in (\$)	29,312.50
Total Billed Hours	17.50
Total Compensation in September (\$)	1,340.00
September Hours	0.80
September Hourly Billing Rate (\$)	1,675.00
Total Compensation in August (\$)	2,512.50
August Hours	1.50
August Hourly Billing Rate (\$)	1,675.00
Total Compensation in July (\$)	13,232.50
July Hours	7.90
July Hourly Billing Rate (\$)	1,675.00
Total Compensation in June (\$)	12,227.50
June Hours	7.30
June Hourly Billing Rate (\$)	1,675.00
Local Hourly Rate (if non-U.S. Fee Earner)	N/A
Year Admitted	1983
Department	Global Transactions
Jurisdiction	United States
Partners and Counsel	Mark Liscio (Partner)
14,038.60	
14.60	
1,091.40	
1.2	
909.50	
3,610.00	
3.80	
950.00	
8,139.60	
8.40	
969.00	
1,197.60	
1.20	
998.00	
€950.00	
2010	
Global Transactions	
Italy	
Francesco Lombardo (Partner)	
30,701.50	
32.10	
7,094.10	
7.8	
909.50	
2,185.00	
2.30	
950.00	
17,829.60	
18.40	
969.00	
3,592.80	
3.60	
998.00	
€950.00	
1999	
Global Transactions	
Spain	
Ana Lopez (Partner)	
12,306.30	
12.70	
0.00	
0.00	
0.00	
0.00	
12.70	
969.00	
0.00	
0.00	
1994	
Global Transactions	
France	
Laurent Mabilat (Partner)	
50,220.00	
32.40	
35,495.00	
22.90	
1,550.00	
5,890.00	
3.80	
1,550.00	
0.00	
0.00	
0.00	
5.70	
1,550.00	
N/A	
1990	
Global Transactions	
United States	
Scott Talmadge (Partner)	

Total Compensation in (\$)	Total Billed Hours	Total Compensation in September (\$)	September Hours	September Hourly Billing Rate (\$)	Total Compensation in August (\$)	August Hours	August Hourly Billing Rate (\$)	Total Compensation in July (\$)	July Hours	July Hourly Billing Rate (\$)	Total Compensation in June (\$)	June Hours	June Hourly Billing Rate (\$)	Local Hourly Rate (if non-U.S. Fee Earner)	Year Admitted	Department	Jurisdiction	Partners and Counsel
7,198.40	7.30	0.00	0.00	N/A	0.00	0.00	N/A	2,907.00	3.00	969.00	4,291.40	4.30	998.00	€950.00	1997	Global Transactions	Germany	Lars Westpfahl (Partner)
3,570.00	2.80	0.00	0.00	N/A	0.00	0.00	N/A	1,147.50	0.90	1,275.00	2,422.50	1.90	1,275.00	N/A	2009	Global Transactions	United States	Samantha Braunstein (Counsel)
53,113.42	70.10	7,395.72	10.3	718.03	8,250.00	11.00	750.00	32,818.50	42.90	765.00	4,649.20	5.90	788.00	€750.00	2002	Global Transactions	Italy	Giuliano Marzi (Counsel)
2,538.30	3.30	0.00	0.00	N/A	0.00	0.00	N/A	2,065.50	2.70	765.00	472.80	0.60	788.00	€750.00	2010	Global Transactions	France	Marie Roche (Counsel)
49,137.73	64.90	7,395.73	10.3	718.03	13,425.00	17.90	750.00	20,043.00	26.20	765.00	8,274.00	10.50	788.00	€750.00	2013	Global Transactions	Germany	Jan-Philip Wilde (Counsel)
Total Partners and Counsel:																	412.40	\$483,264.12

Associates	Jurisdiction	Department	Year Admitted	Local Hourly Rate (if non-U.S. Fee Earner)	June Hourly Billing Rate (\$)	June Hours	Total Compensation in June (\$)	July Hourly Billing Rate (\$)	July Hours	Total Compensation in July (\$)	August Hourly Billing Rate (\$)	August Hours	Total Compensation in August (\$)	September Hourly Billing Rate (\$)	September Hours	Total Compensation in September (\$)	Total Billed Hours	Total Compensation in (\$)
Anna Agnello (Trainee)	England and Wales	Global Transactions	N/A	£275.00	336.00	28.70	9,643.20	336.00	6.50	2,184.00	327.00	2.70	882.90	N/A	0.0	0.0	37.90	12,710.10
Federico Álvarez (Trainee)	Spain	Global Transactions	N/A	€280.00	N/A	0.00	0.00	N/A	0.00	0.00	280.00	9.10	2,548.00	N/A	0.0	0.0	9.10	2,548.00
Olivia Archibald (Trainee)	England and Wales	Global Transactions	N/A	£275.00	336.00	3.50	1,176.00	N/A	0.00	0.00	N/A	0.00	0.00	N/A	0.0	0.0	3.50	1,176.00
Victoria Bobo	Spain	Global Transactions	2013	€730.00	767.00	18.30	14,036.10	745.00	70.70	52,671.50	730.00	8.30	6,059.00	698.88	25.90	18,101.00	123.20	90,867.60
Hubertus Boekhorst	The Netherlands	Global Transactions	2019	€615.00	646.00	1.70	1,098.20	627.00	10.00	6,270.00	N/A	0.00	0.00	588.78	0.20	117.76	11.90	7,485.96

Associates	Jurisdiction	Department	Year Admitted	Local Hourly Rate (if non-U.S. Fee Earner)	June Hourly Billing Rate (\$)	June Hours	Total Compensation in June (\$)	July Hourly Billing Rate (\$)	July Hours	Total Compensation in July (\$)	August Hourly Billing Rate (\$)	August Hours	Total Compensation in August (\$)	September Hourly Billing Rate (\$)	September Hours	Total Compensation in September (\$)	Total Billed	Total Compensation in (\$)
David Bor	England and Wales	Global Transactions	2021	£445.00	543.00	35.70	19,385.10	543.00	77.00	41,811.00	530.00	42.60	22,578.00	482.56	84.30	40,679.81	239.60	124,453.91
Costanza Cascone	Italy	Taxation	2018	€615.00	646.00	4.20	2,713.20	N/A	0.00	0.00	N/A	0.00	0.00	N/A	0.0	0.0	4.20	2,713.20
Gabrielle Chino	France	Global Transactions	2022	€495.00	520.00	5.30	2,756.00	505.00	4.00	2,020.00	N/A	0.00	0.00	N/A	0.0	0.0	9.30	4,776.00
Marco Colombo (Trainee)	Italy	Global Transactions	N/A	€280.00	294.00	12.00	3,528.00	286.00	60.50	17,303.00	280.00	17.50	4,900.00	268.06	34.00	9,114.04	124.00	34,845.04
Nick Cooper	England and Wales	Global Transactions	2019	£550.00	671.00	31.80	21,337.80	671.00	85.60	57,437.60	655.00	58.60	38,383.00	596.43	114.10	68,052.68	290.10	185,211.08

Associates	Jurisdiction	Department	Year Admitted	Local Hourly Rate (if non-U.S. Fee Earner)	June Hourly Billing Rate (\$)	June Hours	Total Compensation in June (\$)	July Hourly Billing Rate (\$)	July Hours	Total Compensation in July (\$)	August Hourly Billing Rate (\$)	August Hours	Total Compensation in August (\$)	September Hourly Billing Rate (\$)	September Hours	Total Compensation in September (\$)	Total Billed Hours	Total Compensation in (\$)
Ian Dick	England and Wales	Global Transactions	2020	£550.00	671.00	1.00	671.00	671.00	0.00	0.00	N/A	0.00	0.00	N/A	0.0	0.0	1.00	671.00
Lynette Ebo	England and Wales	Global Transactions	2020	£550.00	671.00	22.60	15,164.60	671.00	0.00	0.00	N/A	0.00	0.00	N/A	0.0	0.0	22.60	15,164.60
Manon Faurie	France	Global Transactions	2019	€615.00	N/A	0.00	0.00	627.00	16.60	10,408.20	N/A	0.00	0.00	588.78	8.20	4,827.99	24.80	15,236.19
Tom Gardner (Trainee)	England and Wales	Global Transactions	N/A	£275.00	N/A	0.00	0.00	N/A	0.00	0.00	N/A	0.00	0.00	298.21	58.20	17,355.84	58.20	17,355.84
Romain Giraud (Trainee)	France	Global Transactions	N/A	€280.00	N/A	0.00	0.00	N/A	0.00	0.00	N/A	0.00	0.00	268.06	38.60	10,347.11	38.60	10,347.11

Associates	Jurisdiction	Department	Year Admitted	Local Hourly Rate (if non-U.S. Fee Earner)	June Hourly Billing Rate (\$)	June Hours	Total Compensation in June (\$)	July Hourly Billing Rate (\$)	July Hours	Total Compensation in July (\$)	August Hourly Billing Rate (\$)	August Hours	Total Compensation in August (\$)	September Hourly Billing Rate (\$)	September Hours	Total Compensation in September (\$)	Total Billed Hours	Total Compensation in (\$)
Pamela Gorska (Trainee)	England and Wales	Global Transactions	N/A	£275.00	336.00	16.90	5,678.40	336.00	38.90	13,070.40	327.00	19.60	6,409.20	298.21	1.80	536.77	77.20	25,694.77
Barbara Janssen	The Netherlands	Global Transactions	2016	€730.00	N/A	0.00	0.00	745.00	0.50	372.50	730.00	2.00	1,460.00	N/A	0.0	0.0	2.50	1,832.50
Karsten Krumm	Germany	Global Transactions	2017	€730.00	N/A	0.00	0.00	N/A	0.00	0.00	N/A	0.00	0.00	698.88	13.80	9,644.56	13.80	9,644.56
Carmen Leung	Hong Kong	Global Transactions	2017	N/A	N/A	0.00	0.00	N/A	0.00	0.00	N/A	0.00	0.00	880.00	7.30	6,424.00	7.30	6,424.00
Toni Marciante	Italy	Taxation	2014	€730.00	767.00	2.20	1,687.40	N/A	0.00	0.00	N/A	0.00	0.00	N/A	0.0	0.0	2.20	1,687.40

Associates	Jurisdiction	Department	Year Admitted	Local Hourly Rate (if non-U.S. Fee Earner)	June Hourly Billing Rate (\$)	June Hours	Total Compensation in June (\$)	July Hourly Billing Rate (\$)	July Hours	Total Compensation in July (\$)	August Hourly Billing Rate (\$)	August Hours	Total Compensation in August (\$)	September Hourly Billing Rate (\$)	September Hours	Total Compensation in September (\$)	Total Billed Hours	Total Compensation in (\$)
Manuel Martínez	Spain	Dispute Resolution	2014	€730.00	767.00	2.20	1,687.40	745.00	1.70	1,266.50	N/A	0.00	0.00	698.88	0.50	349.44	4.40	3,303.34
Lacey Nemergut	United States	Global Transactions	2016	N/A	1,015.00	2.60	2,639.00	1,015.00	3.20	3,248.00	N/A	0.00	0.00	N/A	0.00	0.00	5.80	5,887.00
Adrián Adrianov Nenkov	Spain	Global Transactions	2023	€280.00	294.00	15.30	4,498.20	184.28	75.40	21,564.40	184.28	2.30	644.00	268.06	39.90	10,695.57	132.90	37,402.17
Shavonne Oh	Singapore	Global Transactions	2020 (England)	N/A	N/A	0.00	0.00	N/A	0.00	0.00	N/A	0.00	0.00	780.00	1.10	858.00	1.10	858.00
Christian Paterlini (as Mid-level Associate) ²	Germany	Global Transactions	2020	€660.00	N/A	0.00	0.00	673.00	65.00	43,745.00	660.00	39.00	25,740.00	631.86	41.90	26,474.94	145.90	95,959.94

² Christian Paterlini's hourly rate increased because he was promoted in class year in July 2022.

Associates	Jurisdiction	Department	Year Admitted	Local Hourly Rate (if non-U.S. Fee Earner)	June Hourly Billing Rate (\$)	June Hours	Total Compensation in June (\$)	July Hourly Billing Rate (\$)	July Hours	Total Compensation in July (\$)	August Hourly Billing Rate (\$)	August Hours	Total Compensation in August (\$)	September Hourly Billing Rate (\$)	September Hours	Total Compensation in September (\$)	Total Billed	Total Compensation in (\$)
Christian Paterlini (as Junior Associate)	Germany	Global Transactions	2020	€580.00	609.00	12.10	7,368.90	N/A	0.00	0.00	N/A	0.00	0.00	N/A	0.00	0.00	12.10	7,368.90
Caroline Platt	England and Wales	Global Transactions	2017	£750.00	N/A	0.00	0.00	N/A	0.00	0.00	893.00	1.30	1,160.90	N/A	0.00	0.00	1.30	1,160.90
Tharusha Rajapakse	England and Wales	People & Reward	2007	£750.00	915.00	8.00	7,320.00	915.00	5.60	5,124.00	893.00	6.10	5,447.30	813.31	1.30	1,057.30	21.00	18,948.60
Alexander Rich	United States	Global Transactions	2015	N/A	1,050.00	18.50	19,425.00	1,050.00	22.50	23,625.00	1,050.00	16.90	17,745.00	1,050.00	51.10	53,655.00	109.00	114,450.00
Cruz Rodriguez - Bailón	Spain	Dispute Resolution	2009	€730.00	767.00	4.00	3,068.00	745.00	2.00	1,490.00	N/A	0.00	0.00	N/A	0.00	0.00	6.00	4,558.00

Total Compensation in (\$)	435.00																	
Total Billed	1.00																	
Total Compensation in September (\$)	435.00																	
September Hours	1.00																	
September Hourly Billing Rate (\$)	435.00																	
Total Compensation in August (\$)	0.00																	
August Hours	0.00																	
August Hourly Billing Rate (\$)	N/A																	
Total Compensation in July (\$)	0.00																	
July Hours	0.00																	
July Hourly Billing Rate (\$)	N/A																	
Total Compensation in June (\$)	0.00																	
June Hours	0.00																	
June Hourly Billing Rate (\$)	N/A																	
Local Hourly Rate (if non-U.S. Fee Earner)	N/A																	
Year Admitted	N/A		2021	2017	2016 (England)	1999												
Department	Global Transactions	Global Transactions	Global Transactions	Global Transactions	Global Transactions	Global Transactions												
Jurisdiction	Dubai	United States	England and Wales	Dubai	The Netherlands													
Associates	Tariq Saeed	Skyler Splinter	Alexander Thomson	Andre Van Zyl Gow	Oete Vonk													

Associates	Jurisdiction	Department	Year Admitted	Local Hourly Rate (if non-U.S. Fee Earner)	June Hourly Billing Rate (\$)	June Hours	Total Compensation in June (\$)	July Hourly Billing Rate (\$)	July Hours	Total Compensation in July (\$)	August Hourly Billing Rate (\$)	August Hours	Total Compensation in August (\$)	September Hourly Billing Rate (\$)	September Hours	Total Compensation in September (\$)	Total Billed Hours	Total Compensation in (\$)
Thomas Wallis	England and Wales	Global Transactions	2010	£750.00	915.00	0.00	0.00	915.00	0.30	274.50	N/A	0.00	0.00	N/A	0.00	0.00	0.30	274.50
Juliette Willems	The Netherlands	Global Transactions	2020	€615.00	646.00	11.00	7,106.00	627.00	10.60	6,646.20	615.00	9.90	6,088.50	588.78	5.80	3,414.92	37.30	23,255.62
Jiahui Wu	England and Wales	Global Transactions	2022	£445.00	543.00	1.80	977.40	N/A	0.00	0.00	N/A	0.00	0.00	N/A	0.00	0.00	1.80	977.40
Total Associates:																1,730.20	1,016,177.56	

Paralegals and Other Non-Legal Staff	Jurisdiction	Local Hourly Rate (if non-U.S. Fee Earner)	June Hourly Billing Rate in (\$)	June Hours	Total Compensation in June in (\$)	July Hourly Billing Rate in (\$)	July Hours	Total Compensation in July in (\$)	August Hourly Billing Rate in (\$)	August Hours	Total Compensation in August in (\$)	September Hourly Billing Rate (\$)	September Hours	Total Compensation in September (\$)	Total Billed Hours	Total Compensation (\$)
Melissa Aldershof	The Netherlands	€280.00	N/A	0.00	0.00	286.00	2.60	743.60	N/A	0.00	0.00	N/A	0.00	0.00	2.60	743.60
Timothy Langsdorf	United States	N/A	495.00	2.30	1,138.50	495.00	0.00	0.00	495.00	0.00	0.00	495.00	36.10	17,869.50	38.40	19,008.00
Iskander Ong	The Netherlands	€280.00	N/A	0.00	0.00	286.00	0.90	257.40	N/A	0.00	0.00	N/A	0.00	0.00	0.90	257.40
Jorien Oost	The Netherlands	€280.00	N/A	0.00	0.00	286.00	19.30	5,519.80	280.00	6.30	1,764.00	268.06	12.20	3,270.33	37.80	10,554.13
Total Paralegals and Other Non-Legal Staff:															79.70	\$30,563.13

PROFESSIONALS	BLENDED RATE (\$)	TOTAL BILLED HOURS	TOTAL COMPENSATION (\$)
Partners and Counsel	1,168.72	413.50	483,264.12
Associates	587.32	1,730.20	1,016,177.56
Staff Attorneys/Paralegals/Non-Legal Staff	383.48	79.70	30,563.13
Blended Attorney Rate	699.46		
Blended Rate All Timekeepers	688.14		
Total		2,223.4	1,530,004.81

Compensation by Project Category
Petition Date through September 30, 2022

Task Code	Project Category	Total Hours	Total Fees (\$)
8	Corporate Governance and Board Matters	277.10	178,174.77
10	Creditor and Stakeholder Issues	51.50	53,347.38
11	DIP / Cash Collateral / Exit Financing	1,560.40	945,010.76
14	Fee/Employment Applications (Other)	183.40	189,601.60
16	Hearings	8.50	13,744.50
18	International/Cross-Border Issues	112.30	107,240.60
22	Tax Issues	6.40	4,400.60
23	Travel Time	23.80	38,484.60
	TOTAL	2,223.40	1,530,004.81

Expense Summary
Petition Date through September 30, 2022

Expenses Category	Total Expenses (\$)
Counsel Fees: David Allison QC	2,735.73
Air Fares	14,119.36
Catering	308.97
Company Registration Fees	55.51
Company Searches	147.66
Courier	240.13
Court Fees	72.59
Database Costs	70.99
Hotel Expenses	532.35
Meal Expenses	590.64
Taxi	506.41
Search Fees	42.23
TOTAL	\$19,422.57

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Alexander A. Rich, Esq.
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*Special Counsel to the Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

_____)	
In re:)	Chapter 11
)	
REVLON, INC., <i>et al.</i> , ¹)	Case No. 22-10760 (DSJ)
)	
Debtors.)	(Jointly Administered)
_____)	

**FIRST INTERIM FEE APPLICATION OF FRESHFIELDS BRUCKHAUS DERINGER
US LLP AND FRESHFIELDS BRUCKHAUS DERINGER LLP, SPECIAL COUNSEL
FOR THE DEBTORS AND DEBTORS-IN-POSSESSION, FOR THE PAYMENT OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD
FROM THE PETITION DATE THROUGH SEPTEMBER 30, 2022**

TO THE HONORABLE David S. Jones,
UNITED STATES BANKRUPTCY JUDGE:

Freshfields Bruckhaus Deringer US LLP and Freshfields Bruckhaus Deringer LLP
("Freshfields"), special counsel for the above-captioned debtors and debtors in possession

¹ The last four digits of Debtor Revlon, Inc.'s tax identification number are 2955. Due to the large number of debtor entities in these Chapter 11 Cases, for which the Court has granted joint administration, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors' claims and noticing agent at <https://cases.ra.kroll.com/Revlon>. The location of the Debtors' service address for purposes of these Chapter 11 Cases is: One New York Plaza, New York, NY 10004.

(collectively, the “Debtors”), hereby submits its first interim fee application (the “Fee Application”), pursuant to sections 330 and 331 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2016-1 of the Local Rules for the Southern District of New York (the “Local Rules”), for allowance of compensation for professional services provided in the amount of \$1,530,004.81 and reimbursement of actual and necessary expenses in the amount of \$19,422.57 that Freshfields incurred for the period from the Petition Date through September 30, 2022 (the “Fee Period”). In support of this Fee Application, Freshfields submits the declaration of Scott Talmadge, a partner of Freshfields Bruckhaus Deringer US LLP regarding Freshfields’ compliance with the Fee Guidelines (as defined below) (the “Talmadge Declaration”), which is attached hereto as **Exhibit A**. In further support of this Fee Application, Freshfields respectfully states as follows:

Preliminary Statement

1. Since the commencement of the Debtors’ chapter 11 cases (the “Chapter 11 Cases”), Freshfields professionals have represented the Debtors professionally, diligently, and efficiently, advising them on a wide variety of complex matters and helping to ensure that the Debtors both maximized the value of their estates and minimized their time in chapter 11.

2. With the advice and assistance of Freshfields, the Debtors, among other achievements:

- a. secured the approval of certain critical “first day” relief;
- b. negotiated and implemented various aspects of the approximately \$1 billion of postpetition financing as it relates to the Debtors’ non-U.S. subsidiaries on a final basis;
- c. held numerous meetings of the boards of directors of the Debtors’ non-U.S. subsidiaries and arranged for the resignation and replacement of certain members of the Debtors’ non-U.S. boards of directors; and

d. addressed numerous issues concerning the Debtors' various non-U.S. creditors and other stakeholders, such as the U.K. Pensions Regulator.

3. Given these accomplishments, Freshfields respectfully submits that the compensation and expense reimbursement sought herein for the necessary and beneficial professional services Freshfields provided to the Debtors during the Fee Period is reasonable and appropriate, commensurate with the scale, nature, and complexity of these Chapter 11 Cases, and should be allowed.

4. On July 21, 2022 this Court entered the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [ECF No. 259] (the "Interim Compensation Order"). The Interim Compensation Order provides that when seeking compensation for services rendered, professionals must submit monthly fee statements to certain notice parties. Each person receiving a statement has 15 days after its receipt to review and object to such monthly fee statements. If no objection is made, the Debtors are authorized to pay 80% of the fees requested (with the remaining 20% of the fees requested referred to herein as the "Holdback") and 100% of the charges and disbursements requested. Freshfields has submitted monthly fee statements for each of the months covered by the Fee Period. The aggregate Holdback amount for the Fee Period is \$306,000.96 (the "First Interim Period Holdback"). Freshfields is currently seeking allowance and payment of the First Interim Period Holdback.

5. This Fee Application has been prepared in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the Interim Compensation Order, the *Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases pursuant to General Order M-447* (Jan. 29, 2013) (the "Local Guidelines") and the *U.S. Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed*

under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases, effective November 1, 2013 (the “UST Guidelines,” and, together with the Local Guidelines, the “Fee Guidelines”).

Jurisdiction and Venue

6. The Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Background

A. The Chapter 11 Filings and General Case Background

7. On June 15, 2022 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors’ Chapter 11 Cases are being jointly administered for procedural purposes only pursuant to Rule 1015(b) of the Bankruptcy Rules. The Debtors continue to manage and operate their businesses as debtors in possession under sections 1107 and 1108 of the Bankruptcy Code. On June 24, 2022, the United States Trustee for the Southern District of New York (the “U.S. Trustee”) appointed an official committee of unsecured creditors (the “Creditors’ Committee”). No trustee or examiner has been appointed in these Chapter 11 Cases.

8. Information regarding the Debtors’ businesses, capital structure, and the circumstances leading to the commencement of these Chapter 11 Cases is set forth in the *Declaration of Robert M. Caruso, Chief Restructuring Officer, (I) in Support of First Day Motions and (II) Pursuant to Local Bankruptcy Rule 1007-2*, sworn to on June 16, 2022 [Docket No. 30] (the “Caruso Declaration”).

9. To Freshfields’ knowledge, to date, all quarterly fees due to the U.S. Trustee have been paid and all monthly operating reports have been filed through August 31, 2022. The U.S.

Trustee has granted the Debtors an extension to file the September monthly operating report. At the time of filing of this Fee Application, the Debtors have not yet filed a chapter 11 plan of reorganization or disclosure statement with the Court. The Debtors are working towards filing a plan of reorganization and disclosure statement ahead of their case milestone of December 14, 2022.

B. The Debtors' Retention of Freshfields

10. On August 9, 2022, the Debtors filed an application to employ Freshfields as their attorneys [Docket No. 350] (the "Retention Application"). On August 23, 2022, the Court entered an order approving the Retention Application (the "Retention Order") [Docket No. 527], attached hereto as **Exhibit B** and incorporated by reference.

11. The Retention Order authorized the Debtors to compensate and reimburse Freshfields, effective as of the Petition Date, as their attorneys in these Chapter 11 Cases. The Retention Order also authorizes the Debtors to compensate Freshfields at Freshfields' hourly rates charged for services of this type and to reimburse Freshfields for Freshfields's actual and necessary out-of-pocket expenses incurred, subject to application to this Court. The particular terms of Freshfields' engagement are detailed in the Retention Order and the engagement letter by and between Freshfields and the Debtors, effective as of October 29, 2022 and attached to the Retention Application as Exhibit D (the "Engagement Letter").

12. The Retention Order further authorized Freshfields to provide services as described in the Retention Application, including:

- (a) advising and providing legal advice with respect to the Debtors on matters arising under the laws of the United Kingdom, France, Spain, Italy, and The Netherlands, together with other non-U.S. jurisdictions where Freshfields maintains offices in respect of the Chapter 11 Cases, including Elizabeth Arden (UK) Ltd. ("Elizabeth Arden UK");

- (b) advising on the terms of the DIP financing arrangements obtained by the Debtors regarding guaranties, security, and other matters of such DIP financing provided by non-U.S., non-debtor members of the Revlon group in respect of non-U.S. law matters;
- (c) advising the Debtors on matters pertaining to Elizabeth Arden UK's pension obligations and the administration thereof;
- (d) providing the Debtors with general corporate advice on non-U.S. law matters as may be requested;
- (e) advising on matters that affect non-U.S. members of the Debtors and affiliates of the Debtors in respect of the Chapter 11 Cases, including in respect of claims adjudication, inter-company matters, the Chapter 11 plan process or other adjudication of the Chapter 11 Cases and the impact of any litigation involving the Debtors and their affiliates which may affect any non-U.S. Debtor, and liaising with Debtors' counsel and advisors in regard to the foregoing; and
- (f) liaising with other non-U.S. counsel that non-U.S. Debtors and their affiliates have retained in respect of matters addressed in paragraphs [(a)–(e)] above.

C. No Adverse Interest

13. To the best of the Debtors' knowledge and as disclosed in the *Declaration of Mark Liscio in Support of Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Freshfields Bruckhaus Deringer US LLP and Freshfields Bruckhaus Deringer LLP as Special Counsel for the Debtors and Debtors in Possession Nunc Pro Tunc to the Petition Date*, attached as Exhibit B to the Retention Application (the "Liscio Declaration"), as well as the *Supplemental Declaration of Mark Liscio in Support of Debtors' Application for Entry of an Order Authorizing the Retention and Employment of Freshfields Bruckhaus Deringer US LLP and Freshfields Bruckhaus Deringer LLP as Special Counsel to the Debtors and Debtors in Possession Nunc Pro Tunc to the Petition Date* [Docket No. 958], Freshfields does not represent or hold any interest adverse to the Debtors or their respective estates with respect to matters on which Freshfields is to be retained.

14. Freshfields performed the services for which it is seeking compensation on behalf of the Debtors and their estates, and not on behalf of any committee, creditor, or other entity.

15. As previously disclosed in the Liscio Declaration, Freshfields received an advanced payment retainer in connection with its engagement in the amount of \$400,000.00. In accordance with the Retention Order, a portion of the retainer was applied against its prepetition invoices. Freshfields has received no payment and no promises for payment from any source other than the Debtors for services provided or to be provided in any capacity whatsoever in connection with these Chapter 11 Cases.

16. Pursuant to Bankruptcy Rule 2016(b), Freshfields has not shared, nor has Freshfields agreed to share, (a) any compensation it has received or may receive with another party or person other than with the partners, counsel, and associates of Freshfields, or (b) any compensation another person or party has received or may receive.

**Summary of Professional Compensation
and Reimbursement of Expenses Requested**

17. Freshfields seeks allowance of interim compensation for professional services performed during the Fee Period in the amount of \$1,530,004.81 and for reimbursement of expenses incurred in connection with the rendition of such services in the amount of \$19,422.57. During the Fee Period, Freshfields attorneys and paraprofessionals expended a total of 2,223.40 hours in connection with the necessary services performed.

18. The hourly rates set forth in the Liscio Declaration are Freshfields' standard hourly rates. These rates are set at a level designed to fairly compensate Freshfields for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses and are revised on an annual basis. The hourly rates and corresponding rate structure utilized by Freshfields in these Chapter 11 Cases are equivalent to the hourly rates and corresponding rate structure used by

Freshfields for other bankruptcy matters, as well as non-bankruptcy matters. The rates and rate structure reflect that such restructuring and other complex matters typically are national in scope and typically involve great complexity, high stakes, and severe time pressures.

19. Attached hereto as **Exhibit C** is a schedule of Freshfields attorneys and paraprofessionals who have performed services for the Debtors during the Fee Period, the capacities in which each individual is employed by Freshfields, the department in which the individual practices, the hourly billing rate charged by Freshfields for services performed by such individuals, the year in which each attorney was first licensed to practice law, where applicable, and the aggregate number of hours expended in this matter and fees billed in connection therewith.

20. Attached hereto as **Exhibit D** is a summary of Freshfields' time records billed using task codes described below. To provide a meaningful summary of Freshfields' services provided on behalf of the Debtors and their estates, Freshfields has established, in accordance with its internal billing procedures, certain task code categories (each, a "**Task Code Category**") in connection with these Chapter 11 Cases. Freshfields maintains computerized records of time spent by all Freshfields attorneys and paraprofessionals in connection with these Chapter 11 Cases. Copies of these computerized records have been furnished to the Debtors and the Court in the format specified by the Fee Guidelines for each month of the case through September 30, 2022, each with a statement of the fees and disbursements accrued during the corresponding month.

21. Attached hereto as **Exhibit E** is a schedule specifying the categories of expenses for which Freshfields is seeking reimbursement and the total amount for each such expense category. Itemized computer records of all such expenses have been provided to the Debtors and filed in conjunction with each monthly fee statement.

22. Attached hereto as **Exhibit F** is a summary and comparison of the aggregate blended hourly rates billed by Freshfields timekeepers in England and Wales, France, Germany, Italy, the Netherlands, Spain, and the United States to non-bankruptcy matters during the proceeding rolling twelve-month period year ending September 30, 2022, and the blended hourly rates billed to the Debtors during the Fee Period.

23. With respect to budgeting, and as discussed with Alvarez & Marsal, Freshfields' estimated fees for the period of June 15 through September 30 were approximately \$1.35 million.

24. To the extent that time or disbursement charges for services rendered or disbursements incurred relate to the Fee Period but were not processed prior to the preparation of this Fee Application, Freshfields reserves the right to request additional compensation for such services and reimbursement of such expenses by future application to the Court.

Summary of Legal Services Rendered During the Fee Period

25. As discussed above, during the Fee Period, Freshfields provided significant and important professional services to the Debtors in connection with these Chapter 11 Cases. These services were necessary to address a multitude of critical issues both unique to these Chapter 11 Cases and typically faced by large corporate debtors in similar cases of this magnitude and complexity.

26. Below is a more detailed summary of the most significant professional services performed by Freshfields in each Task Code Category, organized in accordance with Freshfields' internal system of matter numbers for these Chapter 11 Cases. The detailed descriptions demonstrate that Freshfields' services to the Debtors were necessary to meet the needs of the Debtors' estates in these Chapter 11 Cases.

A. Corporate Governance [Task Code Category 8]

Total Fees: **\$178,174.77**

Total Hours: **277.10**

27. This Task Code Category includes time spent by Freshfields attorneys (i) preparing for and attending meetings of the boards of directors of the Debtors' non-U.S. subsidiaries, including preparing and reviewing materials in advance of such meetings and communicating with the Debtors and the Debtors' other professionals regarding the same; and (ii) assisting certain of the Debtors' non-U.S. subsidiaries with the resignation and replacement of members of these entities' boards of directors. This Task Code Category also includes time spent by Freshfields attorneys preparing various corporate governance documents, including board resolutions and written consents.

B. Creditor and Stakeholder Issues [Task Code Category 10]

Total Fees: **\$53,347.38**

Total Hours: **51.50**

28. This Task Code Category includes time spent by Freshfields attorneys addressing issues concerning the Debtors' various non-U.S. creditors and other stakeholders, such as the U.K. Pensions Regulator, and includes facilitating communications with the Debtors' key non-U.S. stakeholder and creditor constituencies.

C. DIP/ Cash Collateral / Exit Financing [Task Code Category 11]

Total Fees: **\$945,010.76**

Total Hours: **1,560.40**

29. This Task Code Category includes time spent by Freshfields attorneys addressing the extensive issues of non-U.S. law raised by the Debtors' debtor-in-possession financing arrangements, including (a) analyzing the assets and existing financing arrangements of the Debtors' numerous non-U.S. subsidiaries; (b) negotiating and documenting the terms of the Debtors' debtor-in-possession financing arrangements as pertains to the Debtors' non-U.S. subsidiaries; (c) negotiating and documenting release of applicable security as pertains to the

Debtors' non-U.S. subsidiaries; and (d) participating in regular calls with the Debtors and their other professionals concerning the Debtors debtor-in-possession financing arrangements as pertains to the Debtors' non-U.S. subsidiaries.

D. Fee/Employment Applications (Other) [Task Code Category 14]

Total Fees: **\$189,601.60**

Total Hours: **183.40**

30. This Task Code Category includes time spent by Freshfields attorneys preparing and filing the Retention Application, including reviewing and analyzing the results of the parties-in-interest conflicts search and preparing the Liscio Declaration. In addition, this Task Code Category includes time spent by Freshfields attorneys related to reviewing and revising time detail records, including to address privilege or confidentiality considerations and to ensure compliance with applicable guidelines, and preparing monthly and interim fee applications and this Fee Application.

E. Hearings [Task Code Category 16]

Total Fees: **\$13,744.50**

Total Hours: **8.50**

31. This Task Code Category includes time spent by Freshfields attorneys attending the Debtors' "first day" hearings held on June 16 and 17, 2022. The only Freshfields attorney to bill for fees in this category (Kenneth Baird – global chair of Freshfields' restructuring & insolvency group) attended the hearings at the request of the Debtors' lead restructuring counsel for purposes of potentially testifying in support of the Debtors' first day motions.

F. International/Cross-Border Issues [Task Code Category 18]

Total Fees: **\$107,240.60**

Total Hours: **112.30**

32. This Task Code Category includes time spent by Freshfields attorneys preparing, researching, and analyzing non-U.S. jurisdiction considerations.

G. Tax Issues [Task Code Category 22]

Total Fees: **\$4,400.60**

Total Hours: **6.40**

33. This Task Code Category includes time spent by Freshfields attorneys advising the Debtors on various non-U.S. tax issues relating to or arising during these Chapter 11 Cases, including analyzing tax issues related to the Debtors' debtor-in-possession financing arrangements, issues related to the Debtors' tax attributes and other tax-related matters.

H. Travel Time [Task Code Category 23]

Total Fees: **\$38,484.60**

Total Hours: **23.80**

34. This Task Code Category includes non-working travel time spent by Kenneth Baird traveling from London to New York to attend the Debtors' first day hearings for purposes of testifying in support of the Debtors' first day papers.

Actual and Necessary Expenses Incurred by Freshfields

35. As set forth in **Exhibit E** attached hereto, Freshfields has incurred a total of \$19,422.57 in expenses on behalf of the Debtors during the Fee Period. These charges are intended to reimburse Freshfields' direct operating costs, which are not incorporated into Freshfields' hourly billing rates. Freshfields charges external copying and computer research at the provider's cost without markup. Only clients who actually use services of this type are separately charged for such services. The effect of including such expenses as part of the hourly billing rates would impose that cost upon clients who do not require extensive photocopying and other facilities and services.

36. Freshfields did not charge for photocopying.

37. In addition, due to the location of the Debtors' businesses, creditors, and other parties in interest in relation to Freshfields' offices, frequent multi-party telephone conferences

involving numerous parties were required. The disbursements for such services are not included in Freshfields' overhead for the purpose of setting billing rates, and Freshfields has made every effort to minimize its disbursements in these Chapter 11 Cases. The actual expenses incurred in providing professional services were necessary, reasonable, and justifiable under the circumstances to serve the needs of the Debtors in these Chapter 11 Cases.

38. Among other things, Freshfields ensures that all overtime meals, travel meals, hotel rates, and airfares are reasonable and appropriate expenses for which to seek reimbursement. Specifically, Freshfields regularly reviews its bills to ensure that the Debtors are only billed for services that were actual and necessary and, where appropriate, prorates expenses.

Freshfields' Requested Compensation and Reimbursement Should Be Allowed

39. Section 330 of the Bankruptcy Code provides that a court may award a professional employed under section 327 of the Bankruptcy Code "reasonable compensation for actual necessary services rendered . . . and reimbursement for actual, necessary expenses." 11 U.S.C. § 330(a)(1). Section 330 also sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded . . . the court shall consider the nature, extent, and the value of such services, taking into account all relevant factors, including—

- (a) the time spent on such services;
- (b) the rates charged for such services;
- (c) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (d) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;

- (e) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- (f) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

40. Freshfields respectfully submits that the services for which it seeks compensation in this Fee Application were, at the time rendered, necessary for and beneficial to the Debtors and their estates and were rendered to protect and preserve the Debtors' estates. Freshfields further believes that it performed the services for the Debtors economically, effectively, and efficiently, and the results obtained benefited not only the Debtors, but also the Debtors' estates and the Debtors' stakeholders. Freshfields further submits that the compensation requested herein is reasonable in light of the nature, extent, and value of such services to the Debtors, their estates, and all parties in interest.

41. During the Fee Period, Freshfields' hourly billing rates² for attorneys ranged from \$909.50 to \$1,675.00 for partners, \$718.03 to \$1,275.00 for counsel, \$268.06 to \$1,050.00 for associates and trainees, and \$268.06 to \$495.00 for staff attorneys and paraprofessionals. These hourly rates and corresponding rate structure utilized by Freshfields in these Chapter 11 Cases are equivalent to the hourly rates and corresponding rate structure used by Freshfields for restructuring, bankruptcy, insolvency, and comparable matters, and similar complex corporate, securities, and litigation matters, whether in court or otherwise, regardless of whether a fee application is required. Freshfields strives to be efficient in the staffing of all matters. These rates and the rate structure reflect that such matters are typically national in scope and involve great

² The following hourly rates are expressed in U.S. Dollars (including converted local rates).

complexity, high stakes, and severe time pressures—all of which were present in these Chapter 11 Cases.

42. Moreover, Freshfields' hourly rates are set at a level designed to compensate Freshfields fairly for the work of its attorneys and paraprofessionals and to cover certain fixed and routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions and are consistent with the rates charged elsewhere.

43. In sum, Freshfields respectfully submits that the professional services provided by Freshfields on behalf of the Debtors and their estates during these Chapter 11 Cases were necessary and appropriate given the complexity of these Chapter 11 Cases, the time expended by Freshfields, the nature and extent of Freshfields' services provided, the value of Freshfields' services, and the cost of comparable services outside of bankruptcy, all of which are relevant factors set forth in section 330 of the Bankruptcy Code. Accordingly, Freshfields respectfully submits that approval of the compensation sought herein is warranted and should be approved.

Reservation of Rights

44. It is possible that some professional time expended or expenses incurred during the Fee Period are not reflected in this Fee Application. Freshfields reserves the right to include such amounts in future fee applications.

Notice

45. Notice of this First Interim Fee Application shall be given by hand or overnight delivery or email where available upon (i) Revlon, Inc., One New York Plaza, New York, NY 10014, Attention: Andrew Kidd, Esq.; (ii) Debtors' Counsel, Paul, Weiss, Rifkind, Wharton & Garrison, LLP, 1285 Avenue of the Americas, New York, NY, 10019, Attention: Robert A.

Britton, Esq.; (iii) the Office of the United States Trustee Region 2, 201 Varick Street, Suite 1006, New York, NY 10014 Attention: Brian Masumoto, Esq.; (iv) counsel to the Official Committee of Unsecured Creditors, Brown Rudnick LLP, 7 Times Square, New York, NY 10036, Attention: Robert J. Stark, Esq. and Bennett S. Silverberg, Esq.; (v) counsel to the ad hoc group of term lenders, Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, NY 10017, Attention: Eli J. Vonnegut, Esq.

46. No previous request for the relief sought herein has been made by the Debtors to this or any other court.

[Remainder of page intentionally left blank]

WHEREFORE, Freshfields respectfully requests that the Court enter an order:

(a) awarding Freshfields compensation for professional and paraprofessional services provided during the Fee Period in the amount of \$1,530,004.81, and reimbursement of actual, reasonable and necessary expenses incurred in the Fee Period in the amount of \$19,422.57; (b) authorizing and directing the Debtors to remit payment to Freshfields for such fees and expenses; and (c) granting such other relief as is appropriate under the circumstances.

Dated: November 14, 2022
New York, New York

FRESHFIELDS BRUCKHAUS DERINGER
US LLP AND FRESHFIELDS
BRUCKHAUS DERINGER LLP

/s/ Scott D. Talmadge

Mark F. Liscio, Esq.

Scott D. Talmadge, Esq.

Alexander A. Rich, Esq.

**FRESHFIELDS BRUCKHAUS
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*Special Counsel to the Debtors
and Debtors in Possession*

Exhibit A

Talmadge Declaration

Mark F. Liscio, Esq.
Scott D. Talmadge, Esq.
Alexander A. Rich, Esq.
FRESHFIELDS BRUCKHAUS DERINGER US LLP
601 Lexington Avenue, 31st Floor
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*Special Counsel to the Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

_____)	
In re:)	Chapter 11
)	
REVLON, INC., <i>et al.</i> , ¹)	Case No. 22-10760 (DSJ)
)	
Debtors.)	(Jointly Administered)
_____)	

**DECLARATION OF SCOTT TALMADGE IN SUPPORT OF THE FIRST INTERIM
FEE APPLICATION OF FRESHFIELDS BRUCKHAUS DERINGER US LLP AND
FRESHFIELDS BRUCKHAUS DERINGER LLP, SPECIAL COUNSEL FOR THE
DEBTORS AND DEBTORS-IN-POSSESSION, FOR THE PAYMENT OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD
FROM THE PETITION DATE THROUGH AND INCLUDING SEPTEMBER 30, 2022**

Scott Talmadge makes this declaration under 28 U.S.C. § 1746:

1. I am a partner in the law firm of Freshfields Bruckhaus Deringer US LLP (together with Freshfields Bruckhaus Deringer LLP, “Freshfields” or the “Firm”), an international law firm

¹ The last four digits of Debtor Revlon, Inc.’s tax identification number are 2955. Due to the large number of debtor entities in these Chapter 11 Cases, for which the Court has granted joint administration, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ claims and noticing agent at <https://cases.ra.kroll.com/Revlon>. The location of the Debtors’ service address for purposes of these Chapter 11 Cases is: One New York Plaza, New York, NY 10004.

with offices around the globe including at 601 Lexington Avenue, New York, New York 10022 and at 100 Bishopsgate, London, EC2P 2SR, United Kingdom. I am an attorney on the Freshfields team working as special counsel to the Debtors on the above-captioned Chapter 11 Cases. I am a member in good standing of the Bar of the State of New York and I am admitted to practice in the United District Court for the Southern District of New York.

2. I have read the foregoing fee application of Freshfields for the Fee Period (the “Fee Application”).² To the best of my knowledge, information, and belief, the statements contained in the Fee Application are true and correct. In addition, I believe that the Fee Application complies with Local Rule 2016-1 and the Fee Guidelines.

3. In connection therewith, I hereby certify that:

- a) I have read this application;
- b) to the best of my knowledge, information, and belief, formed after reasonable inquiry, the fees and disbursements sought in the Fee Application are permissible under the relevant rules, court orders, and Bankruptcy Code provisions;
- c) the fees and disbursements sought in the Fee Application are billed at rates customarily employed by Freshfields and generally accepted by Freshfields’ clients. In addition, none of the professionals seeking compensation varied their hourly rate based on the geographic location of the Debtors’ case;
- d) in providing a reimbursable expense, Freshfields does not make a profit on that expense, whether the service is performed by Freshfields in-house or through a third party;
- e) in accordance with Bankruptcy Rule 2016(a) and section 504 of the Bankruptcy Code, no agreement or understanding exists between Freshfields and any other person for the sharing of compensation to be received in connection with the above cases except as authorized pursuant to the Bankruptcy Code, Bankruptcy Rules, or Local Rules; and

² Capitalized terms used, but not otherwise defined herein, have the meanings ascribed to them in the Fee Application.

- f) all services for which compensation is sought were professional services on behalf of the Debtors and not on behalf of any other person.

4. With respect to budgeting, and as discussed with Alvarez & Marsal, Freshfields' estimated fees for the period of June 15 through September 30 were approximately \$1.35 million.

5. Pursuant to Section B(2) of the Local Guidelines, and as required by the Interim Compensation Order, I certify that Freshfields has complied with the provisions requiring Freshfields to provide the Debtors, counsel to the Creditors' Committee and the U.S. Trustee with a statement of Freshfields' fees and expenses accrued during the previous month within the timetables set forth in the Interim Compensation Order.

6. Pursuant to Section B(3) of the Local Guidelines, I certify that Freshfields has provided the Debtors, counsel to the Creditors' Committee and the U.S. Trustee with a statement of Freshfields' fees and expenses incurred during the Fee Period.

7. In accordance with the U.S. Trustee's Guidelines, Freshfields responds to the questions identified therein as follows:

Question 1: Did Freshfields agree to any variations from, or alternatives to, Freshfields' standard or customary billing rates, fees or terms for services pertaining to this engagement that were provided during the Fee Period? If so, please explain.

Answer: No.

Question 2: If the fees sought in the Fee Application as compared to the fees budgeted for the time period covered by the Fee Application are higher by 10% or more, did Freshfields discuss the reasons for the variation with the client?

Answer: Freshfields seeks \$1,530,004.81 in compensation, which, in aggregate, represents an amount that exceeds the aggregate budget for the Fee Period of \$1.35 million by more than 10%. The reason that the actual services exceeded the budgeted amount is attributable to the fact that additional tasks were requested of the Freshfields team, not previously considered when formulating the budget. The Debtors have been advised of the variation in fees.

Question 3: Have any of the professionals included in the Fee Application varied their hourly rate based on geographic location of the bankruptcy case?

Answer: No.

Question 4: Does the Fee Application include time or fees related to reviewing or revising time records or preparing, reviewing or revising invoices? If so, please quantify by hours and fees.

Answer: The Fee Application includes time related to reviewing time records and preparing or reviewing invoices in connection with the preparation of the Fee Application and monthly fee statements. The time expended for such matters during the Fee Period is included within Task Code Category 14.

Question 5: Does the Fee Application include time or fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify hours and fees.

Answer: As part of the ordinary review of time records to ensure compliance with the Fee Guidelines, certain information may be redacted or edited to protect privileged or confidential information. Any time expended on reviewing and redacting time records for privileged or confidential information during the Fee Period is included within Task Code Category 14 and includes time (a) spent to ensure that time entries comply with the Fee Guidelines and do not disclose privileged or confidential information, (b) spent to prepare monthly fee statements and begin to prepare the Fee Application, (c) spent to ensure the adequacy of disclosure regarding activities included in the Fee Application, and (d) time spent on retention and on review of conflicts checks for parties-in-interest in these Chapter 11 Cases.

Question 6: Does the Fee Application include any rate increases since Freshfields' retention in these cases? If so, did the client review and approve those rate increases in advance? Did the client agree when retaining the law firm to accept all future rate increases?

Answer: The Fee Application does not include any annual rate increases since Freshfields' retention in these Chapter 11 Cases.

[Remainder of page intentionally left blank]

8. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: November 14, 2022
New York, New York

Respectfully submitted,

/s/ Scott D. Talmadge

Scott Talmadge

Partner

Freshfields Bruckhaus Deringer US LLP

Exhibit B

Retention Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

REVLON, INC., *et al.*,¹

Debtors.

)
) Chapter 11
)
)
) Case No. 22-10760 (DSJ)
)
)
) (Jointly Administered)
)

**ORDER APPROVING DEBTORS' APPLICATION FOR ENTRY OF AN ORDER
AUTHORIZING THE RETENTION AND EMPLOYMENT OF FRESHFIELDS
BRUCKHAUS DERINGER US LLP AND FRESHFIELDS BRUCKHAUS DERINGER
LLP AS SPECIAL COUNSEL FOR THE DEBTORS AND DEBTORS IN
POSSESSION *NUNC PRO TUNC* TO THE PETITION DATE**

Upon the Application (the “**Retention Application**”)² of the above-captioned debtors and debtors in possession (each a “**Debtor**” and, collectively, the “**Debtors**”) for entry of an order pursuant to sections 327(e), 328(a), 330, and 1107(b) of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016 and Local Bankruptcy Rules 2014-1 and 2016-1, approving the employment and retention of Freshfields Bruckhaus Deringer US LLP and Freshfields Bruckhaus Deringer LLP (“**Freshfields**”) as special counsel for the Debtors *nunc pro tunc* to the Petition Date, pursuant to the terms set forth in the Retention Application, in the Liscio Declaration, and in the Dolan Declaration; and this Court being satisfied, based on the representations made in the Retention Application and the Liscio Declaration, that Freshfields represents no interest adverse to the Debtors’ estates with respect to the matters upon which it is to be engaged as required under section

¹ The last four digits of Debtor Revlon, Inc.’s tax identification number are 2955. Due to the large number of debtor entities in these Chapter 11 Cases, for which the Court has granted joint administration, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ claims and noticing agent at <https://cases.ra.kroll.com/Revlon>. The location of the Debtors’ service address for purposes of these Chapter 11 Cases is: One New York Plaza, New York, NY 10004.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Retention Application.

327(e) of the Bankruptcy Code; and the Court having jurisdiction to consider the matters raised in the Retention Application pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.); and consideration of the Retention Application and the relief requested therein being a core proceeding under 28 U.S.C. § 157(b); and venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Retention Application and opportunity for a hearing on the Retention Application having been given to the parties listed therein, and it appearing that no other or further notice need be provided; and the Court having reviewed and considered the Retention Application, the Liscio Declaration and the Dolan Declaration; and a Certificate of No Objection having been filed; and the Court having determined that the legal and factual bases set forth in the Retention Application establish just cause for the relief granted herein; and the Court having found that the relief requested in the Retention Application being in the best interests of the Debtors, their creditors, their estates, and all other parties in interest; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED that:

1. The Retention Application is GRANTED to the extent provided herein.
2. Pursuant to sections 327(e), 328(a), 330, and 1107(b) of the Bankruptcy Code, Bankruptcy Rules 2014 and 2016, and Local Bankruptcy Rules 2014-1 and 2016-1, the Debtors are authorized to employ and retain Freshfields as their special counsel in the Chapter 11 Cases *nunc pro tunc* to the Petition Date, all in accordance with the terms and conditions of the engagement letter effective as of October 29, 2020 (the “**Engagement Letter**”) attached to the Retention Application as **Exhibit D**.

3. Freshfields is authorized to render legal services to the Debtors as described in the Retention Application and the Engagement Letter. Specifically, but without limitation, Freshfields will render the following services, among others:

- (a) advising and providing legal advice with respect to the Debtors on matters arising under the laws of the United Kingdom, France, Spain, Italy, and The Netherlands, together with other non-U.S. jurisdictions where Freshfields maintains offices in respect of the Chapter 11 Cases, including Elizabeth Arden (UK) Ltd. (“**Elizabeth Arden UK**”);
- (b) advising on the terms of the DIP financing arrangements obtained by the Debtors regarding guaranties, security, and other matters of such DIP financing provided by non-U.S., non-debtor members of the Revlon group in respect of non-U.S. law matters;
- (c) advising the Debtors on matters pertaining to Elizabeth Arden UK’s pension obligations and the administration thereof;
- (d) providing the Debtors with general corporate advice on non-U.S. law matters as may be requested;
- (e) advising on matters that affect non-U.S. members of the Debtors and affiliates of the Debtors in respect of the Chapter 11 Cases, including in respect of claims adjudication, inter-company matters, the Chapter 11 plan process or other adjudication of the Chapter 11 Cases and the impact of any litigation involving the Debtors and their affiliates which may affect any non-U.S. Debtor, and liaising with Debtors’ counsel and advisors in regard to the foregoing; and
- (f) liaising with other non-U.S. counsel that non-U.S. Debtors and their affiliates have retained in respect of matters addressed in paragraphs 4 – 8 above.

4. Freshfields shall apply for compensation of professional services and reimbursement of expenses incurred in connection with the Chapter 11 Cases in compliance with sections 330 and 331 of the Bankruptcy Code and the applicable provisions of the Bankruptcy Rules, the Local Bankruptcy Rules, and any applicable orders of this Court.

5. Freshfields shall apply any remaining amounts of its prepetition retainers as a credit toward postpetition fees and expenses, after such postpetition fees and expenses are approved pursuant to the first order of the Court awarding fees and expenses to Freshfields. Freshfields is authorized without further order of the Court to reserve and apply amounts from the prepetition

retainers that would otherwise be applied toward payment of postpetition fees and expenses as are necessary and appropriate to compensate and reimburse Freshfields for unbilled fees or expenses incurred on or prior to the Petition Date consistent with its ordinary course billing practices. Freshfields shall waive any remaining outstanding fees and expenses in excess of the fully applied advanced payment retainer relating to the period prior to the Petition Date.

6. Freshfields shall apply any retainer remaining at the time of its final application in satisfaction of compensation and reimbursement awarded with respect to such application, and promptly pay to the Debtors' estates any retainer remaining after such application.

7. Freshfields shall use its best efforts to avoid any duplication of services provided by any of the Debtors' other Chapter 11 professionals in these Chapter 11 Cases.

8. Freshfields shall provide at least 10 business days' notice to the Debtors, the U.S. Trustee and any statutory committee appointed in the Chapter 11 Cases of any annual increases in the rates set forth in the Liscio Declaration and shall file such notice with this Court.

9. To the extent that there may be any inconsistency between the terms of the Retention Application and this Order, the terms of this Order shall govern.

10. The Debtors and Freshfields are authorized to take all such actions as are necessary or appropriate to implement the terms of this Order.

11. Notice of the Retention Application as provided therein shall be deemed good and sufficient notice of the Retention Application, and the Local Bankruptcy Rules are satisfied by the contents of the Retention Application.

12. The terms and conditions of this Order shall be effective and enforceable immediately upon its entry.

13. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Dated: August 23, 2022
New York, New York

s/ David S. Jones

THE HONORABLE DAVID S. JONES
UNITED STATES BANKRUPTCY JUDGE

Exhibit C

Compensation by Professional Petition Date Through September 30, 2022

Partners and Counsel	Jurisdiction	Department	Year Admitted	Local Hourly Rate (if non-U.S. Fee Earner)	June Hourly Billing Rate (\$)	June Hours	Total Compensation in June (\$)	July Hourly Billing Rate (\$)	July Hours	Total Compensation in July (\$)	August Hourly Billing Rate (\$)	August Hours	Total Compensation in August (\$)	September Hourly Billing Rate (\$)	September Hours	Total Compensation in September (\$)	Total Billed Hours	Total Compensation in (\$)
Kenneth Baird (Partner)	England and Wales	Global Transactions	1990	£1,325.00	1,617.00 ¹	54.60	88,288.20	1,617.00	10.00	16,170.00	1,577.00	6.10	9,619.70	1,436.84	2.30	3,304.73	73.00	117,382.63

¹ When billing clients in the United States for work performed by fee earners located in, *inter alia*, England and Wales, France, Germany, Italy, the Netherlands, and Spain, Freshfields converts the applicable fee earner's local hourly rate (here, that would be an hourly rate in Euros or British Pounds) to its equivalent in U.S. Dollars. Fee earners located in Dubai, Hong Kong, Singapore, and the United States bill in U.S. Dollars. All applicable hourly rate conversions for fees are converted using the applicable OANDA average daily rate in effect for the month during which such fees were incurred. OANDA is a financial services provider and currency trading platform. With respect to currency trading, OANDA's website provides that: "[t]he exchange rates provided by OANDA are averages from the global foreign exchange market gathered from frequently updated sources, including our OANDA fxTrade currency trading platform, leading market data vendors, and contributing financial institutions. Most of our rates are based on tens of thousands of different price points, collected every tick, every second, 24 hours a day, 365 days a year. Our state-of-the-art technology then validates rates and detects/filters anomalies using algorithms, and calculates the average of all collected data over a 24-hour period to make it available to our customers." *Exchange rates and API FAQs* (Sept. 22, 2022, 2:06 PM), <https://www.oanda.com/foreign-exchange-data-services/en/faq-help-portal/exchange-rate-api-faqs/>. For this Fee Application, the conversion rates of British Pounds and Euros, respectively, to U.S. Dollars were as follows: (i) for June 2022: GBP to USD = 1.22 and EU to USD = 1.05; (ii) for July 2022: GBP to USD = 1.22 and EU to USD = 1.02; (iii) for August 2022: GBP to USD = 1.19 and EU to USD = 1; and (iv) for September 2022: GBP to USD = 1.08 and EU to USD = 0.96.

Total Compensation in (\$)	Total Billed Hours	Total Compensation in September (\$)	September Hours	September Hourly Billing Rate (\$)	Total Compensation in August (\$)	August Hours	August Hourly Billing Rate (\$)	Total Compensation in July (\$)	July Hours	July Hourly Billing Rate (\$)	Total Compensation in June (\$)	June Hours	June Hourly Billing Rate (\$)	Local Hourly Rate (if non-U.S. Fee Earner)	Year Admitted	Department	Jurisdiction	Partners and Counsel
7,461.30	7.70	0.0	0.0	0.0	0.00	0.00	0.00	7,461.30	7.70	N/A	0.00	0.00	N/A	€950.00	1994	Global Transactions	France	Guy Benda (Partner)
16,586.95	17.20	2,637.55	2.90	909.50	2,470.00	2.60	950.00	6,589.20	6.80	969.00	4,890.20	4.90	998.00	€950.00	1999	Global Transactions	The Netherlands	Michael Broeders (Partner)
1,550.00	1.00	1,550.00	1.00	1,550.00	0.0	0.0	N/A	0.0	0.0	N/A	0.0	0.0	N/A	N/A	2012	Global Transactions	Hong Kong	Bing Guan (Partner)
22,319.66	15.40	4,516.56	3.4	1,328.40	5,394.60	3.70	1,458.00	3,588.00	2.40	1,495.00	8,820.50	5.90	1,495.00	£1,225.00	2000	People & Reward	England and Wales	Dawn M. Heath (Partner)
64,826.38	40.40	3,735.78	2.6	1,436.84	1,261.60	0.80	1,577.00	15,846.60	9.80	1,617.00	43,982.40	27.20	1,617.00	£1,325.00	2012	Global Transactions	England and Wales	Lindsay Hingston (Partner)

Total Compensation in (\$)	Total Billed Hours	Total Compensation in September (\$)	September Hours	September Hourly Billing Rate (\$)	Total Compensation in August (\$)	August Hours	August Hourly Billing Rate (\$)	Total Compensation in July (\$)	July Hours	July Hourly Billing Rate (\$)	Total Compensation in June (\$)	June Hours	June Hourly Billing Rate (\$)	Local Hourly Rate (if non-U.S. Fee Earner)	Year Admitted	Department	Jurisdiction	Partners and Counsel
1,000.45	1.1	1,000.45	1.1	909.5	0.0	0.0	N/A	0.0	0.0	N/A	0.0	0.0	N/A	€950.00	2004	Global Transactions	Germany	Mario Huether (Partner)
29,312.50	17.50	1,340.00	0.80	1,675.00	2,512.50	1.50	1,675.00	13,232.50	7.90	1,675.00	12,227.50	7.30	1,675.00	N/A	1983	Global Transactions	United States	Mark Liscio (Partner)
14,038.60	14.60	1,091.40	1.2	909.50	3,610.00	3.80	950.00	8,139.60	8.40	969.00	1,197.60	1.20	998.00	€950.00	2010	Global Transactions	Italy	Francesco Lombardo (Partner)
30,701.50	32.10	7,094.10	7.8	909.50	2,185.00	2.30	950.00	17,829.60	18.40	969.00	3,592.80	3.60	998.00	€950.00	1999	Global Transactions	Spain	Ana Lopez (Partner)
12,306.30	12.70	0.00	0.00	N/A	0.00	0.00	N/A	12,306.30	12.70	969.00	0.00	0.00	N/A	€950.00	1994	Global Transactions	France	Laurent Mabilat (Partner)

Total Compensation in (\$)	50,220.00
Total Billed Hours	32.40
Total Compensation in September (\$)	35,495.00
September Hours	22.90
September Hourly Billing Rate (\$)	1,550.00
Total Compensation in August (\$)	5,890.00
August Hours	3.80
August Hourly Billing Rate (\$)	1,550.00
Total Compensation in July (\$)	0.00
July Hours	0.00
July Hourly Billing Rate (\$)	1,550.00
Total Compensation in June (\$)	8,835.00
June Hours	5.70
June Hourly Billing Rate (\$)	1,550.00
Local Hourly Rate (if non-U.S. Fee Earner)	N/A
Year Admitted	1990
Department	Global Transactions
Jurisdiction	United States
Partners and Counsel	Scott Talmadge (Partner)
7,198.40	
Total Billed Hours	7.30
Total Compensation in September (\$)	0.00
September Hours	0.00
September Hourly Billing Rate (\$)	N/A
Total Compensation in August (\$)	0.00
August Hours	0.00
August Hourly Billing Rate (\$)	N/A
Total Compensation in July (\$)	2,907.00
July Hours	3.00
July Hourly Billing Rate (\$)	969.00
Total Compensation in June (\$)	4,291.40
June Hours	4.30
June Hourly Billing Rate (\$)	998.00
Local Hourly Rate (if non-U.S. Fee Earner)	€950.00
Year Admitted	1997
Department	Global Transactions
Jurisdiction	Germany
Partners and Counsel	Lars Westpfahl (Partner)
3,570.00	
Total Billed Hours	2.80
Total Compensation in September (\$)	0.00
September Hours	0.00
September Hourly Billing Rate (\$)	N/A
Total Compensation in August (\$)	0.00
August Hours	0.00
August Hourly Billing Rate (\$)	N/A
Total Compensation in July (\$)	1,147.50
July Hours	0.90
July Hourly Billing Rate (\$)	1,275.00
Total Compensation in June (\$)	2,422.50
June Hours	1.90
June Hourly Billing Rate (\$)	1,275.00
Local Hourly Rate (if non-U.S. Fee Earner)	N/A
Year Admitted	2009
Department	Global Transactions
Jurisdiction	United States
Partners and Counsel	Samantha Braunstein (Counsel)
53,113.42	
Total Billed Hours	70.10
Total Compensation in September (\$)	7,395.72
September Hours	10.3
September Hourly Billing Rate (\$)	718.03
Total Compensation in August (\$)	8,250.00
August Hours	11.00
August Hourly Billing Rate (\$)	750.00
Total Compensation in July (\$)	32,818.50
July Hours	42.90
July Hourly Billing Rate (\$)	765.00
Total Compensation in June (\$)	4,649.20
June Hours	5.90
June Hourly Billing Rate (\$)	788.00
Local Hourly Rate (if non-U.S. Fee Earner)	€750.00
Year Admitted	2002
Department	Global Transactions
Jurisdiction	Italy
Partners and Counsel	Giuliano Marzi (Counsel)
2,538.30	
Total Billed Hours	3.30
Total Compensation in September (\$)	0.00
September Hours	0.00
September Hourly Billing Rate (\$)	N/A
Total Compensation in August (\$)	0.00
August Hours	0.00
August Hourly Billing Rate (\$)	N/A
Total Compensation in July (\$)	2,065.50
July Hours	2.70
July Hourly Billing Rate (\$)	765.00
Total Compensation in June (\$)	472.80
June Hours	0.60
June Hourly Billing Rate (\$)	788.00
Local Hourly Rate (if non-U.S. Fee Earner)	€750.00
Year Admitted	2010
Department	Global Transactions
Jurisdiction	France
Partners and Counsel	Marie Roche (Counsel)

Total Compensation in (\$)	49,137.73		
Total Billed Hours	64.90	412.40	\$483,264.12
Total Compensation in September (\$)	7,395.73		
September Hours	10.3		
September Hourly Billing Rate (\$)	718.03		
Total Compensation in August (\$)	13,425.00		
August Hours	17.90		
August Hourly Billing Rate (\$)	750.00		
Total Compensation in July (\$)	20,043.00		
July Hours	26.20		
July Hourly Billing Rate (\$)	765.00		
Total Compensation in June (\$)	8,274.00		
June Hours	10.50		
June Hourly Billing Rate (\$)	788.00		
Local Hourly Rate (if non-U.S. Fee Earner)	€750.00		
Year Admitted	2013		
Department	Global Transactions		
Jurisdiction	Germany		
Partners and Counsel	Jan-Philip Wilde (Counsel)		
Total Partners and Counsel:			

Total Compensation in (\$)	12,710.10	2,548.00
Total Billed Hours	37.90	9.10
Total Compensation in September (\$)	0.0	0.0
September Hours	0.0	0.0
September Hourly Billing Rate (\$)	N/A	N/A
Total Compensation in August (\$)	882.90	2,548.00
August Hours	2.70	9.10
August Hourly Billing Rate (\$)	327.00	280.00
Total Compensation in July (\$)	2,184.00	0.00
July Hours	6.50	0.00
July Hourly Billing Rate (\$)	336.00	N/A
Total Compensation in June (\$)	9,643.20	0.00
June Hours	28.70	0.00
June Hourly Billing Rate (\$)	336.00	N/A
Local Hourly Rate (if non-U.S. Fee Earner)	£275.00	€280.00
Year Admitted	N/A	N/A
Department	Global Transactions	Global Transactions
Jurisdiction	England and Wales	Spain
Associates	Anna Agnello (Trainee)	Federico Álvarez (Trainee)

Associates	Jurisdiction	Department	Year Admitted	Local Hourly Rate (if non-U.S. Fee Earner)	June Hourly Billing Rate (\$)	June Hours	Total Compensation in June (\$)	July Hourly Billing Rate (\$)	July Hours	Total Compensation in July (\$)	August Hourly Billing Rate (\$)	August Hours	Total Compensation in August (\$)	September Hourly Billing Rate (\$)	September Hours	Total Compensation in September (\$)	Total Billed Hours	Total Compensation in (\$)
Olivia Archibald (Trainee)	England and Wales	Global Transactions	N/A	£275.00	336.00	3.50	1,176.00	N/A	0.00	0.00	N/A	0.00	0.00	N/A	0.0	0.0	3.50	1,176.00
Victoria Bobo	Spain	Global Transactions	2013	€730.00	767.00	18.30	14,036.10	745.00	70.70	52,671.50	730.00	8.30	6,059.00	698.88	25.90	18,101.00	123.20	90,867.60
Hubertus Boekhorst	The Netherlands	Global Transactions	2019	€615.00	646.00	1.70	1,098.20	627.00	10.00	6,270.00	N/A	0.00	0.00	588.78	0.20	117.76	11.90	7,485.96
David Bor	England and Wales	Global Transactions	2021	£445.00	543.00	35.70	19,385.10	543.00	77.00	41,811.00	530.00	42.60	22,578.00	482.56	84.30	40,679.81	239.60	124,453.91
Costanza Cascone	Italy	Taxation	2018	€615.00	646.00	4.20	2,713.20	N/A	0.00	0.00	N/A	0.00	0.00	N/A	0.0	0.0	4.20	2,713.20

Associates	Jurisdiction	Department	Year Admitted	Local Hourly Rate (if non-U.S. Fee Earner)	June Hourly Billing Rate (\$)	June Hours	Total Compensation in June (\$)	July Hourly Billing Rate (\$)	July Hours	Total Compensation in July (\$)	August Hourly Billing Rate (\$)	August Hours	Total Compensation in August (\$)	September Hourly Billing Rate (\$)	September Hours	Total Compensation in September (\$)	Total Billed Hours	Total Compensation in (\$)
Gabrielle Chino	France	Global Transactions	2022	€495.00	520.00	5.30	2,756.00	505.00	4.00	2,020.00	N/A	0.00	0.00	N/A	0.0	0.0	9.30	4,776.00
Marco Colombo (Trainee)	Italy	Global Transactions	N/A	€280.00	294.00	12.00	3,528.00	286.00	60.50	17,303.00	280.00	17.50	4,900.00	268.06	34.00	9,114.04	124.00	34,845.04
Nick Cooper	England and Wales	Global Transactions	2019	£550.00	671.00	31.80	21,337.80	671.00	85.60	57,437.60	655.00	58.60	38,383.00	596.43	114.10	68,052.68	290.10	185,211.08
Ian Dick	England and Wales	Global Transactions	2020	£550.00	671.00	1.00	671.00	671.00	0.00	0.00	N/A	0.00	0.00	N/A	0.0	0.0	1.00	671.00
Lynette Ebo	England and Wales	Global Transactions	2020	£550.00	671.00	22.60	15,164.60	671.00	0.00	0.00	N/A	0.00	0.00	N/A	0.0	0.0	22.60	15,164.60

Associates	Jurisdiction	Department	Year Admitted	Local Hourly Rate (if non-U.S. Fee Earner)	June Hourly Billing Rate (\$)	June Hours	Total Compensation in June (\$)	July Hourly Billing Rate (\$)	July Hours	Total Compensation in July (\$)	August Hourly Billing Rate (\$)	August Hours	Total Compensation in August (\$)	September Hourly Billing Rate (\$)	September Hours	Total Compensation in September (\$)	Total Billed Hours	Total Compensation in (\$)
Manon Faurie	France	Global Transactions	2019	€615.00	N/A	0.00	0.00	627.00	16.60	10,408.20	N/A	0.00	0.00	588.78	8.20	4,827.99	24.80	15,236.19
Tom Gardner (Trainee)	England and Wales	Global Transactions	N/A	£275.00	N/A	0.00	0.00	N/A	0.00	0.00	N/A	0.00	0.00	298.21	58.20	17,355.84	58.20	17,355.84
Romain Giraud (Trainee)	France	Global Transactions	N/A	€280.00	N/A	0.00	0.00	N/A	0.00	0.00	N/A	0.00	0.00	268.06	38.60	10,347.11	38.60	10,347.11
Pamela Gorska (Trainee)	England and Wales	Global Transactions	N/A	£275.00	336.00	16.90	5,678.40	336.00	38.90	13,070.40	327.00	19.60	6,409.20	298.21	1.80	536.77	77.20	25,694.77
Barbara Janssen	The Netherlands	Global Transactions	2016	€730.00	N/A	0.00	0.00	745.00	0.50	372.50	730.00	2.00	1,460.00	N/A	0.0	0.0	2.50	1,832.50

Associates	Jurisdiction	Department	Year Admitted	Local Hourly Rate (if non-U.S. Fee Earner)	June Hourly Billing Rate (\$)	June Hours	Total Compensation in June (\$)	July Hourly Billing Rate (\$)	July Hours	Total Compensation in July (\$)	August Hourly Billing Rate (\$)	August Hours	Total Compensation in August (\$)	September Hourly Billing Rate (\$)	September Hours	Total Compensation in September (\$)	Total Billed	Total Compensation in (\$)
Karsten Krumm	Germany	Global Transactions	2017	€730.00	N/A	0.00	0.00	N/A	0.00	0.00	N/A	0.00	0.00	698.88	13.80	9,644.56	13.80	9,644.56
Carmen Leung	Hong Kong	Global Transactions	2017	N/A	N/A	0.00	0.00	N/A	0.00	0.00	N/A	0.00	0.00	880.00	7.30	6,424.00	7.30	6,424.00
Toni Marciante	Italy	Taxation	2014	€730.00	767.00	2.20	1,687.40	N/A	0.00	0.00	N/A	0.00	0.00	N/A	0.0	0.0	2.20	1,687.40
Manuel Martínez	Spain	Dispute Resolution	2014	€730.00	767.00	2.20	1,687.40	745.00	1.70	1,266.50	N/A	0.00	0.00	698.88	0.50	349.44	4.40	3,303.34
Lacey Nemergut	United States	Global Transactions	2016	N/A	1,015.00	2.60	2,639.00	1,015.00	3.20	3,248.00	N/A	0.00	0.00	N/A	0.00	0.00	5.80	5,887.00

Associates	Jurisdiction	Department	Year Admitted	Local Hourly Rate (if non-U.S. Fee Earner)	June Hourly Billing Rate (\$)	June Hours	Total Compensation in June (\$)	July Hourly Billing Rate (\$)	July Hours	Total Compensation in July (\$)	August Hourly Billing Rate (\$)	August Hours	Total Compensation in August (\$)	September Hourly Billing Rate (\$)	September Hours	Total Compensation in September (\$)	Total Billed	Total Compensation in (\$)
Adrián Adrianov Nenkov	Spain	Global Transactions	2023	€280.00	294.00	15.30	4,498.20	184.28	75.40	21,564.40	184.28	2.30	644.00	268.06	39.90	10,695.57	132.90	37,402.17
Shavonne Oh	Singapore	Global Transactions	2020 (England)	N/A	N/A	0.00	0.00	N/A	0.00	0.00	N/A	0.00	0.00	780.00	1.10	858.00	1.10	858.00
Christian Paterlini (as Mid-level Associate) ²	Germany	Global Transactions	2020	€660.00	N/A	0.00	0.00	673.00	65.00	43,745.00	660.00	39.00	25,740.00	631.86	41.90	26,474.94	145.90	95,959.94
Christian Paterlini (as Junior Associate)	Germany	Global Transactions	2020	€580.00	609.00	12.10	7,368.90	N/A	0.00	0.00	N/A	0.00	0.00	N/A	0.00	0.00	12.10	7,368.90
Caroline Platt	England and Wales	Global Transactions	2017	£750.00	N/A	0.00	0.00	N/A	0.00	0.00	893.00	1.30	1,160.90	N/A	0.00	0.00	1.30	1,160.90

² Christian Paterlini's hourly rate increased because he was promoted in class year in July 2022.

Associates	Jurisdiction	Department	Year Admitted	Local Hourly Rate (if non-U.S. Fee Earner)	June Hourly Billing Rate (\$)	June Hours	Total Compensation in June (\$)	July Hourly Billing Rate (\$)	July Hours	Total Compensation in July (\$)	August Hourly Billing Rate (\$)	August Hours	Total Compensation in August (\$)	September Hourly Billing Rate (\$)	September Hours	Total Compensation in September (\$)	Total Billed Hours	Total Compensation in (\$)
Tharusha Rajapakse	England and Wales	People & Reward	2007	£750.00	915.00	8.00	7,320.00	915.00	5.60	5,124.00	893.00	6.10	5,447.30	813.31	1.30	1,057.30	21.00	18,948.60
Alexander Rich	United States	Global Transactions	2015	N/A	1,050.00	18.50	19,425.00	1,050.00	22.50	23,625.00	1,050.00	16.90	17,745.00	1,050.00	51.10	53,655.00	109.00	114,450.00
Cruz Rodriguez - Bailón	Spain	Dispute Resolution	2009	€730.00	767.00	4.00	3,068.00	745.00	2.00	1,490.00	N/A	0.00	0.00	N/A	0.00	0.00	6.00	4,558.00
Tariq Saeed	Dubai	Global Transactions	N/A	N/A	N/A	0.00	0.00	N/A	0.00	0.00	N/A	0.00	0.00	435.00	1.00	435.00	1.00	435.00
Skyler Splinter	United States	Global Transactions	2021	N/A	N/A	0.00	0.00	N/A	0.00	0.00	N/A	0.00	0.00	75.00	3.10	2,402.50	3.10	2,402.50

Associates	Jurisdiction	Department	Year Admitted	Local Hourly Rate (if non-U.S. Fee Earner)	June Hourly Billing Rate (\$)	June Hours	Total Compensation in June (\$)	July Hourly Billing Rate (\$)	July Hours	Total Compensation in July (\$)	August Hourly Billing Rate (\$)	August Hours	Total Compensation in August (\$)	September Hourly Billing Rate (\$)	September Hours	Total Compensation in September (\$)	Total Billed	Total Compensation in (\$)
Alexander Thomson	England and Wales	Global Transactions	2017	£750.00	915.00	77.90	71,278.50	915.00	25.30	23,149.50	893.00	0.60	535.80	N/A	0.00	0.00	103.80	94,963.80
Andre Van Zyl Gow	Dubai	Global Transactions	2016 (England)	N/A	N/A	0.00	0.00	N/A	0.00	0.00	N/A	0.00	0.00	950.00	6.80	6,460.00	6.80	6,460.00
Oete Vonk	The Netherlands	Global Transactions	1999	€750.00	788.00	1.40	1,103.20	765.00	17.70	13,540.50	750.00	5.50	4,125.00	718.03	11.00	7,898.33	35.60	26,667.03
Thomas Wallis	England and Wales	Global Transactions	2010	£750.00	915.00	0.00	0.00	915.00	0.30	274.50	N/A	0.00	0.00	N/A	0.00	0.00	0.30	274.50
Juliette Willems	The Netherlands	Global Transactions	2020	€615.00	646.00	11.00	7,106.00	627.00	10.60	6,646.20	615.00	9.90	6,088.50	588.78	5.80	3,414.92	37.30	23,255.62

Total Compensation in (\$)	977.40	
Total Billed	1.80	
Total Compensation in September (\$)	0.00	
September Hours	0.00	
September Hourly Billing Rate (\$)	N/A	
Total Compensation in August (\$)	0.00	
August Hours	0.00	
August Hourly Billing Rate (\$)	N/A	
Total Compensation in July (\$)	0.00	
July Hours	0.00	
July Hourly Billing Rate (\$)	N/A	
Total Compensation in June (\$)	977.40	
June Hours	1.80	
June Hourly Billing Rate (\$)	543.00	
Local Hourly Rate (if non-U.S. Fee Earner)	£445.00	
Year Admitted	2022	
Department	Global Transactions	
Jurisdiction	England and Wales	
Associates	Jiahui Wu	
Total Associates:		1,016,177.56
		1,730.20

Total Compensation (\$)	743.60
Total Billed Hours	2.60
Total Compensation in September (\$)	0.00
September Hours	0.00
September Hourly Billing Rate (\$)	N/A
Total Compensation in August in (\$)	0.00
August Hours	0.00
August Hourly Billing Rate in (\$)	N/A
Total Compensation in July in (\$)	743.60
July Hours	2.60
July Hourly Billing Rate in (\$)	286.00
Total Compensation in June in (\$)	0.00
June Hours	0.00
June Hourly Billing Rate in (\$)	N/A
Local Hourly Rate (if non-U.S. Fee Earner)	€280.00
Jurisdiction	The Netherlands
Paralegals and Other Non-Legal Staff	Melissa Aldershof
	Timothy Langsdorf
	Iskander Ong
	Jorien Oost
Total Paralegals and Other Non-Legal Staff:	
	79.70
	\$30,563.13

PROFESSIONALS	BLENDED RATE (\$)	TOTAL BILLED HOURS	TOTAL COMPENSATION (\$)
Partners and Counsel	1,168.72	413.50	483,264.12
Associates	587.32	1,730.20	1,016,177.56
Staff Attorneys/Paralegals/Non-Legal Staff	383.48	79.70	30,563.13
Blended Attorney Rate	699.46		
Blended Rate All Timekeepers	688.14		
Total		2,223.4	1,530,004.81

Exhibit D

**Compensation by Task Code for the
First Interim Fee Period (Petition Date through Last Day Covered by Interim Period)**

Task Code	Project Category	Total Hours	Total Fees (\$)
8	Corporate Governance and Board Matters	277.10	178,174.77
10	Creditor and Stakeholder Issues	51.50	53,347.38
11	DIP / Cash Collateral / Exit Financing	1,560.40	945,010.76
14	Fee/Employment Applications (Other)	183.40	189,601.60
16	Hearings	8.50	13,744.50
18	International/Cross-Border Issues	112.30	107,240.60
22	Tax Issues	6.40	4,400.60
23	Travel Time	23.80	38,484.60
	TOTAL	2,223.40	1,530,004.81

Exhibit E

**Expense Summary for the
First Interim Fee Period (Petition Date through September 30, 2022)**

Expenses Category	Total Expenses (\$)
Counsel Fees: David Allison QC	2,735.73
Air Fares	14,119.36
Catering	308.97
Company Registration Fees	55.51
Company Searches	147.66
Courier	240.13
Court Fees	72.59
Database Costs	70.99
Hotel Expenses	532.35
Meal Expenses	590.64
Taxi	506.41
Search Fees	42.23
TOTAL	\$19,422.57

Exhibit F

Customary and Comparable Compensation Disclosures

Category of Timekeeper	Blended Hourly Rate (\$)	
	Billed by Freshfields timekeepers in England and Wales, France, Germany, Italy, the Netherlands, Spain, and the United States, excluding bankruptcy	Billed in this fee application
Partner	\$1,075.27	1,376.30
Counsel	\$849.23	767.96
Associates	\$597.57	587.32
Staff Attorneys, Paralegals and other Non-Legal Staff	\$215.75	383.48
All timekeepers aggregated	\$591.83	688.14